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Generation Capital Associates, L.P.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

Pursuant to Federal Rule of Civil Procedure 24, Generation Capital Associates, L.P. (“Generation Capital”) respectfully moves this Court for leave to intervene as of right or, in the alternative, permissively, as a defendant and counterclaimant in this case. As further explained in its memorandum in support of this motion, Generation Capital is entitled to intervene as of right under Rule 24(a)(2) of the Federal Rules of Civil Procedure because its motion is timely and Generation Capital claims a clear and substantial interest in the 100,000 shares of Powerball

International, Inc. stock which is the subject of the action, and Generation Capital is so situated that the disposition of the action may as a practical matter impair or impede its interest. In the alternative, Generation Capital requests that it be permitted to intervene under 24(b)(2) of the Federal Rules of Civil Procedure because its defenses and counterclaim have questions of law and fact in common with the main action, and Generation Capital's intervention will neither unduly delay nor prejudice the original parties to this action.

This motion is based upon the memorandum in support filed concurrently herewith, the proposed answer and counterclaim attached to this motion as Exhibit "A", and upon such other evidence or argument as may be presented prior to or at the hearing of this motion.

DATED this 29th day of October 2002.

STOEL RIVES LLP



Kenneth B. Black
David L. Mortensen
Attorneys for Defendant/Counterclaimant-
Intervenor
Generation Capital Associates, L.P.

CERTIFICATE OF SERVICE

I hereby certify on this 29th day of October 2002, that I caused a true and correct copy of the attached GENERATION CAPITAL ASSOCIATES, L.P.'S MOTION TO INTERVENE AS OF RIGHT OR, IN THE ALTERNATIVE, FOR PERMISSIVE INTERVENTION to be faxed and mailed via first class mail to:

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